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SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

February 9, 2007

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of February 7, 2007, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Infinity Rail, LLC
c/o Infinity Asset Management, LLC (as
Manager)
817 West Peachtree Street, Suite M110
Atlanta, Georgia 30308

[Lessee: RSR Corporation
277 Stemmons Freeway, Suite 1800
Dallas, Texas 75207]

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A description of the railroad equipment covered by the enclosed document is:

96 railcars (including railcars formerly within the series AGR 143205 – AGR 143389) within the following series as more particularly set forth in the schedule attached to the document:

AGR 143209 - AGR 143389
ATW 143205 - ATW 143361
ONT 7804 - ONT 7908
SLR 2307 - SLR 2329
SLR 7007 - SLR 7131

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

MEMORANDUM OF LEASE

1. Pursuant to the Lease Agreement identified below, Infinity Rail, LLC, a Georgia limited liability company ("Lessor"), as lessor, has leased to RSR Corporation ("Lessee"), as lessee, the railroad cars identified on the exhibit attached hereto and entitled "Description of Railcars" (the "Cars"). Said lease of the Cars is referred to hereinafter as the "Lease." "Lease Agreement" means the Lease Agreement dated as of August 28, 2006, between Infinity Rail, LLC ("IR"), as lessor, and RSR Corporation ("RSR"), as lessee, as amended by Amendment to Lease dated as of January 24, 2007, between IR as lessor and RSR as lessee.

2. The addresses of the parties are as follows:

Infinity Rail, LLC (Lessor)
c/o Infinity Asset Management, LLC as Manager
817 West Peachtree Street, Suite M110
Atlanta, Georgia 30308

RSR Corporation (Lessee)
277 Stemmons Freeway, Suite 1800
Dallas, Texas 75207

RECORDATION NO. 26801

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3. The terms and provisions of the Lease are more particularly set forth in the Lease Agreement.

4. This Memorandum may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.

Executed as of February 7, 2007.

INFINITY RAIL, LLC

By Infinity Asset Management, LLC as Manager

By: Jeffrey F. Edelman

Jeffrey F. Edelman, Vice President

Fulton County, Georgia

On Feb 7, 2007, before me personally appeared Jeffrey F. Edelman, to me personally known, who being by me duly sworn says that he is Vice President of Infinity Asset Management, LLC, Manager of Infinity Rail, LLC, and that, as such officer, being duly authorized to do so, he executed the foregoing instrument on behalf of said limited liability company.

Saphonie Cassanova
Notary Public

My commission expires:

[NOTARIAL SEAL]

Notary Public, DeKalb County, Georgia
My Commission Expires Aug. 2, 2009

Description of Railcars

Description of Cars: 50 ft. 70-ton boxcars

Quantity: ninety six (96)

Reporting marks and identifying numbers:

Unit Count	Former Mark	Former Number	Current Mark	Current Number		Unit Count	Former Mark	Former Number	Current Mark	Current Number
1			ONT	7804		51	AGR	143276	ATW	143276
2			ONT	7805		52	AGR	143279	ATW	143279
3			ONT	7806		53	AGR	143282	ATW	143282
4			ONT	7807		54	AGR	143283	ATW	143283
5			ONT	7808		55	AGR	143285	AGR	143285
6			ONT	7811		56	AGR	143287	AGR	143287
7			ONT	7813		57	AGR	143290	ATW	143290
8			ONT	7817		58	AGR	143295	AGR	143295
9			ONT	7823		59	AGR	143298	ATW	143298
10			ONT	7825		60	AGR	143300	ATW	143300
11			ONT	7826		61	AGR	143301	AGR	143301
12			ONT	7829		62	AGR	143303	AGR	143303
13			ONT	7831		63	AGR	143306	AGR	143306
14			ONT	7837		64	AGR	143307	ATW	143307
15			ONT	7841		65	AGR	143317	AGR	143317
16			ONT	7842		66	AGR	143322	AGR	143322
17			ONT	7843		67	AGR	143323	ATW	143323
18			ONT	7844		68	AGR	143324	AGR	143324
19			ONT	7847		69	AGR	143336	AGR	143336
20			ONT	7848		70	AGR	143339	ATW	143339
21			ONT	7853		71	AGR	143342	ATW	143342
22			ONT	7854		72	AGR	143343	AGR	143343
23			ONT	7855		73	AGR	143346	ATW	143346
24			ONT	7859		74	AGR	143356	ATW	143356
25			ONT	7860		75	AGR	143361	ATW	143361
26			ONT	7861		76	AGR	143365	AGR	143365
27			ONT	7867		77	AGR	143366	AGR	143366
28			ONT	7869		78	AGR	143367	AGR	143367
29			ONT	7871		79	AGR	143371	AGR	143371
30			ONT	7877		80	AGR	143374	AGR	143374
31			ONT	7878		81	AGR	143378	AGR	143378
32			ONT	7883		82	AGR	143379	AGR	143379
33			ONT	7896		83	AGR	143380	AGR	143380
34			ONT	7901		84	AGR	143385	AGR	143385
35			ONT	7903		85	AGR	143389	AGR	143389
36			ONT	7905		86			SLR	2307
37			ONT	7906		87			SLR	2308
38			ONT	7907		88			SLR	2311
39			ONT	7908		89			SLR	2318
40	AGR	143205	ATW	143205		90			SLR	2321
41	AGR	143209	AGR	143209		91			SLR	2322
42	AGR	143212	ATW	143212		92			SLR	2329
43	AGR	143218	ATW	143218		93			TOE	7007
44	AGR	143237	AGR	143237		94			TOE	7121
45	AGR	143244	ATW	143244		95			TOE	7122
46	AGR	143251	AGR	143251		96			TOE	7131
47	AGR	143252	ATW	143252						
48	AGR	143262	ATW	143262						
49	AGR	143264	ATW	143264						
50	AGR	143269	AGR	143269						

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

2/9/07



Robert W. Alvord